



SHAREHOLDER BOARD
Wednesday 1 September 2021

REPORT TITLE:	EDSENTIAL CIC DIRECTOR APPOINTMENT
REPORT OF:	DIRECTOR OF LAW AND GOVERNANCE

REPORT SUMMARY

The Shareholder Board is responsible for reviewing the 'Reserved Matters' set out in the Shareholder Agreement entered into in respect of Edsential CIC, a company wholly owned equally by the Council and Cheshire West and Chester Council.

The appointment of David McNaught was approved by Shareholder Board on the 1st July 2021, but he has not been formally appointed as a director and registered as such at Companies House because he is currently taking a sabbatical break expected to last one year.

Edsential CIC has sought consent to appoint a new Director.

This matter affects all Wards within the Borough.

This matter is not a Key Decision.

RECOMMENDATION/S

The Shareholder Board is recommended to:

- (1) note that David McNaught has not been appointed as a director of Edsential CIC and withdraw consent given on the 1st July 2021 for him to be so appointed;
- (2) approve the appointment of Helen Elizabeth Brackenbury as a Director of Edsential CIC; and
- (3) authorise the Director of Law and Governance to sign a written company resolution confirming appointment of Helen Elizabeth Brackenbury as a Director of Edsential CIC and request the company secretary of Edsential CIC to make the appropriate return to Companies House

SUPPORTING INFORMATION

1.0 REASON/S FOR RECOMMENDATION/S

- 1.1 To ensure that Cheshire West and Chester Council is appropriately represented on the Board of Edsential CIC.

2.0 OTHER OPTIONS CONSIDERED

- 2.1 Helen Elizabeth Brackenbury is Cheshire West and Chester Council's nominee to sit on the Board. No alternative has been considered.

3.0 BACKGROUND INFORMATION

- 3.1 David McNaught has elected to take a sabbatical year from his service with Cheshire West and Chester Council and is therefore not available to discharge the duties of Director of Edsential CIC.
- 3.2 An extract of the Companies House Register of Directors of Edsential CIC is attached at Appendix 1 to this report.
- 3.3 Helen Elizabeth Brackenbury has submitted a short Biography which is attached at Appendix 2 to this report.
- 3.4 The Shareholder Agreement requires shareholder consent to the appointment of a new Director.

4.0 FINANCIAL IMPLICATIONS

- 4.1 There are no direct financial implication arising from the proposals set out within this report.

5.0 LEGAL IMPLICATIONS

- 5.1 The Council, Cheshire West and Chester Council and Edsential CIC are parties to a Shareholder Agreement dated 1 December 2015. This provides that the Board of Edsential CIC shall consist of:
- (a) at least two, but no more than 3 Executive Directors who shall not be employed by, or an elected member of any shareholder;
 - (b) two Executive Directors (in total), one such Executive Director being employed by Cheshire West and Chester Borough Council, and one being employed by Wirral Borough Council;
 - (c) three non-Executive Directors who shall be head or deputy head teachers employed as such in the administrative area of each of the Shareholders;
 - (d) one non-Executive Director who shall be a governor of a school located in the area of each of the Shareholders and not be employed by or an elected member of a Shareholder or a head or deputy head teacher.

5.2 The proposals within this report are in accordance with the relevant Shareholder Agreement.

6.0 RESOURCE IMPLICATIONS: STAFFING, ICT AND ASSETS

6.1 There are no direct implications to staffing, ICT or Assets arising from the proposals within this report.

7.0 RELEVANT RISKS

7.1 The Company's ability to operate effectively may be compromised if a suitable Director to the Board of Directors is not appointed.

8.0 ENGAGEMENT/CONSULTATION

8.1 Helen Elizabeth Brackenbury is an employee of Cheshire West and Chester Council. As is customary in such circumstances no discussion took place between shareholder representatives regarding the appointment of a nominee.

9.0 EQUALITY IMPLICATIONS

9.1 Wirral Council has a legal requirement to make sure its policies, and the way it carries out its work, do not discriminate against anyone. An Equality Impact Assessment is a tool to help council services identify steps they can take to ensure equality for anyone who might be affected by a particular policy, decision, or activity.

9.2 There are no direct equality implications arising from the proposals set out within this report.

10.0 ENVIRONMENT AND CLIMATE IMPLICATIONS

10.1 There are no direct environment and climate implications arising from the proposals set out within this report.

REPORT AUTHOR: Steven Krempel, Senior Solicitor
email: stevenkrempel@wirral.gov.uk

APPENDICES

Appendix 1: Extract of the Companies House Register of Directors of Edsential CIC

Appendix 2: Helen Elizabeth Brackenbury Biography

BACKGROUND PAPERS

Shareholder Agreement dated 1 December 2015

SUBJECT HISTORY (last 3 years)

Council Meeting	Date
Shareholder Board	1st July 2021